

Filing Fee: \$75.00

ID Number: 831702



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV  
2016 JAN 19 PM 12: 28

BUSINESS CORPORATION

APPLICATION FOR  
AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1411 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is ZRC Operations Company, Inc.
- It is incorporated under the laws of CO
- A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on 10/30/1998, authorizing it to transact business in Rhode Island under the name of:  
\_\_\_\_\_
- The corporate name of the corporation has been changed to Qdoba Restaurant Corporation  
\_\_\_\_\_  
*(If no change, so indicate.)*
- The name, if different, which it elects to use in Rhode Island is:  
  - If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:  
\_\_\_\_\_
  - If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:  
\_\_\_\_\_
- The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:  
\_\_\_\_\_

*(If no other or additional purposes are proposed, insert "No Change.")*

Casual fast Mexican restaurant

12:28pm

FILED

JAN 19 2016

By 265504

Kim

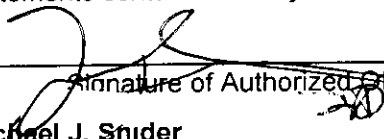
7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

| <u>Total Number of Authorized Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value or Statement that Shares are without Par Value</u> |
|--|--------------|---------------|---|
| 1000                                     | C            |               | .001  |
|  |              |               |   |
|  |              |               |   |

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 766,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 1,200,000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 16 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 689,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ >1,000,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is >.02 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.
11. This Application for Amended Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Application for Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 1/12/16

  
 \_\_\_\_\_  
 Signature of Authorized Officer of the Corporation  
**Michael J. Snider**  
 \_\_\_\_\_  
 Type or Print Name of Authorized Officer

OFFICE OF THE SECRETARY OF STATE  
OF THE STATE OF COLORADO

**CERTIFICATE OF FACT OF GOOD STANDING**

I, Wayne W. Williams, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

Qdoba Restaurant Corporation

is a

Corporation

formed or registered on 10/30/1998 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 19981194901 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 12/17/2015 that have been posted, and by documents delivered to this office electronically through 12/21/2015 @ 08:21:37 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 12/21/2015 @ 08:21:37 in accordance with applicable law. This certificate is assigned Confirmation Number 9421527 .



Handwritten signature of Wayne W. Williams in cursive script.

Secretary of State of the State of Colorado

\*\*\*\*\*End of Certificate\*\*\*\*\*

*Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."*